

SPRINT Corp  
Form 4

November 17, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SOFTBANK GROUP CORP

(Last) (First) (Middle)

1-9-1, HIGASHI-SHIMBASHI

(Street)

MINATO-KU  
TOKYO, MO 105-7303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

SPRINT Corp [S]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/15/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |               |   |                  |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------------|---|------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |               |   |                  |
| Common Stock                    | 11/15/2015                           |                                                    | J <sup>(1)</sup>               |                                                                   | 300,249                                                                                       | A                                                        | \$ 4.18                                               | 3,310,076,691 | I | See Footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| SOFTBANK GROUP CORP<br>1-9-1, HIGASHI-SHIMBASHI<br>MINATO-KU TOKYO, M0 105-7303 |               | X         |         |       |
| Starburst I, Inc.<br>ONE CIRCLE STAR WAY<br>SAN CARLOS, CA 94070                |               | X         |         |       |
| Galaxy Investment Holdings, Inc.<br>ONE CIRCLE STAR WAY<br>SAN CARLOS, CA 94070 |               | X         |         |       |

## Signatures

/s/ Joshua O. Lubov,  
Attorney-in-Fact

11/17/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On March 17, 2014, Galaxy Investment Holdings, Inc. ("Galaxy"), a U.S. wholly owned subsidiary of SoftBank Group Corp. ("SoftBank") granted to Ronald D. Fisher an award of restricted stock units (the "RSUs") for 2,846,508 shares of the common stock of Sprint Corporation, par value \$0.01 per share ("Sprint Common Stock"), owned by Galaxy. The RSUs vest in four equal installments

(1) beginning on November 15, 2015, subject to the terms of the RSU award agreement. RSUs in respect of 711,627 shares vested on November 15, 2015, of which 300,249 were settled in cash and 411,378 were settled in shares of Sprint Common Stock. Such cash was withheld to satisfy tax withholding obligations. The amount reported in column 4 represents shares of Sprint Common Stock deemed reacquired by Galaxy from Mr. Fisher in respect of the RSUs settled in cash.

Such figure reflects 233,551,168 shares of Sprint Common Stock (the "Galaxy Shares") that are owned indirectly by SoftBank through Galaxy and 3,076,525,523 shares of Sprint Common Stock (the "Starburst I Shares") that are owned indirectly by SoftBank through

(2) Starburst I, Inc. ("Starburst I"), which is a U.S. wholly owned subsidiary of SoftBank. As a result of such ownership, SoftBank may be deemed to beneficially own the Galaxy Shares and the Starburst I Shares. Starburst I expressly disclaims beneficial ownership with respect to the Galaxy Shares and Galaxy expressly disclaims beneficial ownership with respect to the Starburst I Shares.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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